



Order Filed on August 21, 2024
by Clerk
U.S. Bankruptcy Court
District of New Jersey

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Counsel to the Plan Administrator

In re:

BED BATH & BEYOND, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-13359 (VFP)

Judge: Vincent F. Papalia

(Jointly Administered)

**STIPULATION AND CONSENT ORDER BETWEEN
PLAN ADMINISTRATOR AND F3 METALWORX, INC. RESOLVING
MOTION FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE**

The relief set forth on the following pages, numbered two (2) through seven (7), is hereby

ORDERED.

DATED: August 21, 2024

Honorable Vincent F. Papalia
United States Bankruptcy Judge

¹ The last four digits of Debtor Bed Bath & Beyond Inc.'s tax identification number are 0488. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/bbby>.

Debtors: BED BATH & BEYOND INC., *et al.*
Case No. 23-13359 (VFP)
Caption of Order: Stipulation and Consent Order Between Plan Administrator and F3
Metalworx, Inc. Resolving Motion for Allowance and Payment of
Administrative Expense

This stipulation and consent order (the “Stipulation”) is made by and between Michael Goldberg, solely in his capacity as the Plan Administrator (the “Plan Administrator”) to 20230930-DK-Butterfly-1, Inc. (f/k/a/ Bed Bath & Beyond Inc.)² and affiliated debtors (the “Debtors”), and F3 Metalworx, Inc. (the “Claimant” and together with the Plan Administrator, the “Parties”), by and through their duly authorized undersigned counsel.

WHEREAS, on April 23, 2023 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of New Jersey (the “Court”).

WHEREAS, the Debtors’ chapter 11 cases have been procedurally consolidated.

WHEREAS, on May 31, 2023, the Court entered the *Order (I) Setting Bar Dates for Submitting Proofs of Claim, Including Requests for Payment under Section 503(b)(9), (II) Establishing Amended Schedules Bar Date, Rejection Damages Bar Date, and Administrative Claims Bar Date, (III) Approving the Form, Manner, and Procedures for Filing Proofs of Claim, (IV) Approving Notice Thereof, and (V) Granting Related Relief* [[Docket No. 584](#)] (the “Bar Date Order”).

WHEREAS, the Bar Date Order required that: (a) Administrative Expense Claims incurred through June 27, 2023 be filed by July 7, 2023; (b) Administrative Expense Claims for subsequent months be filed on the 15th day of the month following the month in which the claim

² Pursuant to the *Certificate of Amendment of the Certificate of Incorporation of Bed Bath & Beyond Inc.*, which was filed with the New York Department of State on September 21, 2023, the name of the entity formerly known as “Bed Bath & Beyond Inc.” was changed to 20230930-DK-Butterfly, Inc. [Filing ID No. 230921001833 DOS ID 315602].

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Administrative Expense

arose; and (c) any final Administrative Expense Claim (not covered by the foregoing) be filed fourteen (14) days following the effective date of any confirmed plan.³

WHEREAS, on September 14, 2023, this Court entered the *Findings of Fact, Conclusions of Law, and Order (I) Approving the Disclosure Statement on a Final Basis and (II) Confirming the Second Amended Joint Chapter 11 Plan of Bed Bath & Beyond Inc. and its Debtor Affiliates* [[Docket No. 2172](#)] (the “Confirmation Order”), confirming the *Second Amended Joint Chapter 11 Plan of Bed Bath & Beyond Inc. and Its Debtor Affiliates* [[Docket No. 2160](#)] (as amended, the “Plan”).⁴

WHEREAS, on September 29, 2023, the effective date of the Plan occurred (the “Effective Date”). On the Effective Date, the Plan Administrator became the sole representative of the Wind-Down Debtors and assumed responsibility for, *inter alia*, resolving claims, performing claims reconciliation, and objecting to claims.⁵

WHEREAS, the Claimant filed the following proofs of claim in these chapter 11 cases: (a) Claim No. 12240, filed against Debtor Buy Buy Baby, Inc. as a general unsecured claim in the amount of \$369,492.37; (b) Claim No. 12397, filed against Debtor Bed Bath & Beyond Inc. in the total amount of \$2,243,558.71, with a portion of the claim asserted as a priority claim under sections 507(a)(2) and 503(b)(3)(E) of the Bankruptcy Code in the amount of \$88,304.00 plus \$3,750.00 per month; and (c) Claim No. 17890 (amending Claim No. 12397), filed against Debtor Bed Bath & Beyond Inc. in the total amount of \$2,254,808.77, with a portion of the claim asserted

³ See Bar Date Order ¶ 6.

⁴ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan.

⁵ See Plan Art. IV § B.

Debtors: BED BATH & BEYOND INC., *et al.*
Case No. 23-13359 (VFP)
Caption of Order: Stipulation and Consent Order Between Plan Administrator and F3
Metalworx, Inc. Resolving Motion for Allowance and Payment of
Administrative Expense

as a priority claim under section 507(a)(2) of the Bankruptcy Code in the amount of \$99,554.00
(collectively, the “Proofs of Claim”).

WHEREAS, on September 29, 2023, the Claimant filed the *Motion By Creditor F3 Metalworx, Inc. for the Allowance and Payment of Post-Petition Storage Charges of \$23,437 through October 2023 as an Administrative Expense and for Payment of \$3,750 Per Month as a Continuing Ordinary Course Administrative Expense* [[Docket No. 2309](#)] (the “Motion”).

WHEREAS, on October 19, 2023, the Plan Administrator filed the *Preliminary Objection of the Plan Administrator to Motion By Creditor F3 Metalworx, Inc. for the Allowance [and] Payment of Post-Petition Storage Charges of \$23,437 through October 2023 as an Administrative Expense and for Payment of \$3,750 Per Month as a Continuing Ordinary Course Administrative Expense* [[Docket No. 2510](#)] (the “Preliminary Objection”).

WHEREAS, on November 7, 2023, the Plan Administrator filed the *Supplemental Objection of the Plan Administrator to Motion By Creditor F3 Metalworx, Inc. for the Allowance [and] Payment of Post-Petition Storage Charges of \$23,437 through October 2023 as an Administrative Expense and for Payment of \$3,750 Per Month as a Continuing Ordinary Course Administrative Expense* [[Docket No. 2672](#)] (the “Supplemental Objection” and together with the Preliminary Objection, the “Objections”).

WHEREAS, on October 31, 2023, the Plan Administrator filed the *Notice of Abandonment of Certain De Minimis Assets (125 Pallets of Valence Bands)* [[Docket No. 2645](#)] (the “Abandonment Notice”), pursuant to which the Plan Administrator provided notice of abandonment of 125 pallets of shelving equipment known as “Valence Bands” (the “Stored

Debtors: BED BATH & BEYOND INC., *et al.*
Case No. 23-13359 (VFP)
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Metalworx, Inc. Resolving Motion for Allowance and Payment of
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Product”) that was allegedly stored by the Claimant, to the extent it is determined the Stored Product was not previously abandoned.

WHEREAS, the Parties have agreed upon the terms set forth in this Stipulation to resolve the Motion and the Objections, for which the Parties seek approval hereby.

NOW THEREFORE, FOR GOOD AND VALUABLE CONSIDERATION THE PARTIES HERETO ACKNOWLEDGE RECEIVING, IT IS HEREBY STIPULATED, AGREED, AND ORDERED AS FOLLOWS:

1. The recitals set forth above are hereby made an integral part of the Parties’ Stipulation and are incorporated herein.
2. The Claimant shall be allowed an administrative expense, pursuant to section 503(b) of the Bankruptcy Code and pursuant to the terms of the Plan and the Confirmation Order, in the amount of \$40,000.00 (the “Allowed Administrative Expense”).
3. The Allowed Administrative Expense will be made *pro rata* with all other chapter 11 administrative claims and at the same time that distributions are made on all other chapter 11 administrative claims in these chapter 11 cases.
4. The Claimant waives and releases all other claims in these chapter 11 cases, including but not limited to the Proofs of Claim.
5. Other than as set forth herein, the Claimant waives its rights to assert any other claims, will not file any additional claims, and will not seek to amend any claims.
6. The Motion is withdrawn.
7. Nothing herein alters, amends, or modifies the Plan, Confirmation Order, or Plan Injunction.

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Case No. 23-13359 (VFP)
Caption of Order: Stipulation and Consent Order Between Plan Administrator and F3
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Administrative Expense

8. The Plan Administrator, his agents, and any third parties are authorized and shall take all actions necessary to effectuate the relief provided by this Stipulation.

9. This Stipulation shall be binding upon and inure to the benefit of the Parties' successors, agents, and assigns, including any bankruptcy trustees and estate representatives.

10. Each of the Parties hereto represents and warrants it is duly authorized to enter into and be bound by this Stipulation.

11. The terms and conditions of this Stipulation shall be immediately effective and enforceable upon its entry.

12. This Stipulation shall not be modified, altered, amended, or vacated without the written consent of all Parties or by further order of the Court.

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Case No. 23-13359 (VFP)
Caption of Order: Stipulation and Consent Order Between Plan Administrator and F3
Metalworx, Inc. Resolving Motion for Allowance and Payment of
Administrative Expense

13. This Court retains exclusive jurisdiction to resolve any dispute arising from or
related to the interpretation or enforcement of this Stipulation.

14. Each party shall bear its own fees and costs in connection with this Stipulation.

Dated: August 19, 2024

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/s/ Colin R. Robinson

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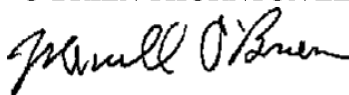
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Counsel to the Plan Administrator

In re:
Bed Bath & Beyond Inc.
Debtor

Case No. 23-13359-VFP
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0312-2
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User: admin
Form ID: pdf903

Page 1 of 31
Total Noticed: 13

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
^	Addresses marked '^' were sent via mandatory electronic bankruptcy noticing pursuant to Fed. R. Bank. P. 9036.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Aug 23, 2024:

Recip ID	Recipient Name and Address
db	+ Bed Bath & Beyond Inc., 650 Liberty Avenue, Union, NJ 07083-8107
aty	+ Casey McGushin, 3101 Old Jacksonville Road, Springfield, IL 62704-6488
aty	+ Jacob E. Black, Kirkland and Ellis LLP., 3101 Old Jacksonville Road, Springfield, IL 62704-6488
aty	+ Max M Freedman, Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, IL 60654-5412

TOTAL: 4

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
aty	^ MEBN	Aug 21 2024 20:37:31	Charles B. Sterrett, Kirkland & Ellis, 300 North LaSalle Street, Chicago, IL 60654-5412
aty	^ MEBN	Aug 21 2024 20:38:10	Derek I. Hunter, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	Aug 21 2024 20:36:37	Emily E. Geier, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	Aug 21 2024 20:38:32	Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	Aug 21 2024 20:38:40	Michael A. Sloman, Kirkland and Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	Aug 21 2024 20:38:37	Noah Z. Sosnick, Kirkland and Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	Aug 21 2024 20:38:43	Olivia F. Acuna, Kirkland and Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	Aug 21 2024 20:36:45	Richard U.S. Howell, P.C, KIRKLAND & ELLIS LLP, KIRKLAND & ELLIS INTERNATIONAL LLP, 300 North LaSalle Street, Chicago, IL 60654-5412
aty	^ MEBN	Aug 21 2024 20:38:34	Ross Fiedler, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643

TOTAL: 9

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.
NONE

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities

District/off: 0312-2

User: admin

Page 2 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Aug 23, 2024

Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on August 21, 2024 at the address(es) listed below:

Name	Email Address
A. Jeff Ifrah	on behalf of Interested Party Federal Insurance Company jeff@ifrahlaw.com
A.J. Webb	on behalf of Creditor Select Consolidated Management LLC awebb@fbtlaw.com, awebb@ecf.courtdrive.com
Aaron Applebaum	on behalf of Creditor CR Mount Pleasant LLC aaron.applebaum@us.dlapiper.com, aaron--applebaum--3547@ecf.pacerpro.com
Aaron Applebaum	on behalf of Interested Party Continental Realty Corporation aaron.applebaum@us.dlapiper.com aaron--applebaum--3547@ecf.pacerpro.com
Aaron Applebaum	on behalf of Interested Party WM Sunset & Vine LLC aaron.applebaum@us.dlapiper.com aaron--applebaum--3547@ecf.pacerpro.com
Aaron Applebaum	on behalf of Creditor Ridgeport Limited Partnership aaron.applebaum@us.dlapiper.com aaron--applebaum--3547@ecf.pacerpro.com
Aaron Applebaum	on behalf of Creditor CR West Ashley LLC aaron.applebaum@us.dlapiper.com, aaron--applebaum--3547@ecf.pacerpro.com
Aaron R. Cahn	on behalf of Creditor The Bank of New York Mellon cahn@clm.com CourtMail@clm.com
Alan J. Brody	on behalf of Creditor JPMorgan Chase Bank N.A. brody@gtlaw.com alan-brody-2138@ecf.pacerpro.com
Alan J. Brody	on behalf of Creditor Alexander's Rego Shopping Center Inc. brody@gtlaw.com, alan-brody-2138@ecf.pacerpro.com
Alan Stuart Maza	on behalf of Interested Party Securites and Exchange Commission mazaa@sec.gov mazaa@sec.gov
Albert Anthony Ciardi, III	on behalf of Creditor The Anna Mscisz Trust aciardi@ciardilaw.com sfrizlen@ciardilaw.com;dtorres@ciardilaw.com
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Albert Anthony Ciardi, III	on behalf of Creditor Rainier Colony Place Acquisitions LLC aciardi@ciardilaw.com, sfrizlen@ciardilaw.com;dtorres@ciardilaw.com
Alexander F. Barth	on behalf of Creditor The Chen Liu and Shu Fen Lie Revocable Trust abarth@cohenseglia.com
Alexandria Nikolinos	on behalf of U.S. Trustee U.S. Trustee Alexandria.M.Nikolinos@hud.gov
Allen J Barkin	on behalf of Creditor LOGIXAL INC. abarkin@sbmesq.com sandyr@sbmesq.com
Allen Joseph Underwood, II	on behalf of Creditor 12535 SE 82nd AVE LLC aunderwood@litedepalma.com ajunderwood@ecf.courtdrive.com;grodriguez@litedepalma.com

District/off: 0312-2

User: admin

Page 3 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

Allison J. Arotsky	on behalf of Defendant Raymond Accounts Management Inc. aarotsky@moritthock.com
Allison J. Arotsky	on behalf of Defendant Scentsible LLC aarotsky@moritthock.com
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Amy Elizabeth Vulpio	on behalf of Creditor Salesforce.com inc. vulpioa@whiteandwilliams.com
Amy Elizabeth Vulpio	on behalf of Creditor Google LLC vulpioa@whiteandwilliams.com
Andrew Braunstein	on behalf of Creditor Commission Junction LLC andrew.braunstein@lockelord.com
Andrew B. Still	on behalf of Defendant Baby Trend Inc. astill@swlaw.com, kcollins@swlaw.com
Andy Winchell	on behalf of Creditor Dong Koo Kim and Jong Ok Kim Trustees of the Dong Koo Kim and Jong Ok Kim Family Trust, dated October 18, 1996 andy@winchlaw.com, awinchellecf@gmail.com;katharine@winchlaw.com;winchellar94173@notify.bestcase.com
Andy Winchell	on behalf of Creditor River Park Properties II LP andy@winchlaw.com, awinchellecf@gmail.com;katharine@winchlaw.com;winchellar94173@notify.bestcase.com
Angela L Mastrangelo	on behalf of Interested Party Valley Square I L.P. mastrangelo@bk-legal.com, bhoffmann@bk-legal.com
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Angela L Mastrangelo	on behalf of Interested Party Christiana Town Center LLC mastrangelo@bk-legal.com, bhoffmann@bk-legal.com
Anna Brook	on behalf of Counter-Claimant T-Mobile USA Inc. abrook@cm.law
Anthony Sodono, III	on behalf of Creditor Salmar Properties LLC asodono@msbnj.com
Arthur Abramowitz	on behalf of Other Prof. Golf & Tennis Pro Shops Inc. (d/b/a/ PGA TOUR Superstore) aabramowitz@shermansilverstein.com, jbaugh@shermansilverstein.com
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Brett D. Goodman	on behalf of Creditor KIR Brandon 011 LLC brett.goodman@afslaw.com, jeffrey.gleit@afslaw.com;matthew.bentley@afslaw.com;edocket@afslaw.com
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District/off: 0312-2

User: admin

Page 4 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

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District/off: 0312-2

User: admin

Page 5 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

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District/off: 0312-2

User: admin

Page 6 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

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District/off: 0312-2

User: admin

Page 7 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

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District/off: 0312-2

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Page 8 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

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District/off: 0312-2

User: admin

Page 9 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

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District/off: 0312-2

User: admin

Page 10 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

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District/off: 0312-2

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Page 11 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

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District/off: 0312-2

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Page 12 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

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District/off: 0312-2

User: admin

Page 13 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

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District/off: 0312-2
Date Rcvd: Aug 21, 2024

User: admin
Form ID: pdf903

Page 14 of 31
Total Noticed: 13

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District/off: 0312-2

User: admin

Page 15 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

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District/off: 0312-2

User: admin

Page 16 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

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District/off: 0312-2

User: admin

Page 17 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

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District/off: 0312-2
Date Rcvd: Aug 21, 2024

User: admin
Form ID: pdf903

Page 18 of 31
Total Noticed: 13

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District/off: 0312-2

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Page 19 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

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District/off: 0312-2

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Page 20 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

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District/off: 0312-2

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Page 21 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

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District/off: 0312-2

User: admin

Page 22 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

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District/off: 0312-2

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Page 23 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

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District/off: 0312-2

User: admin

Page 24 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

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Page 25 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

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District/off: 0312-2

User: admin

Page 26 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

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District/off: 0312-2

User: admin

Page 27 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

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District/off: 0312-2

User: admin

Page 28 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

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District/off: 0312-2

User: admin

Page 29 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

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District/off: 0312-2

User: admin

Page 30 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

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District/off: 0312-2

User: admin

Page 31 of 31

Date Rcvd: Aug 21, 2024

Form ID: pdf903

Total Noticed: 13

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